

**IN THE CHANCERY COURT FOR LEWIS COUNTY
AT HOHENWALD, TENNESSEE**

IN RE:

SENTINEL TRUST COMPANY

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NO. 4781

**MOTION FOR APPROVAL OF RECEIVER,
OUTSIDE COUNSEL AND THIRD PARTY CONTRACTORS FEES**

Kevin P. Lavender, Commissioner of the Department of Financial Institutions for the State of Tennessee, and Jeanne Barnes Bryant, Receiver of Sentinel Trust Company, move this Court for an Order approving the fees presented for payment by the Receiver, outside counsel and third party contractors. Pursuant to the attached Order of this Court, all Receiver, counsel fees and fees for third party litigation support are filed with the Court under seal and amounts of fees and time frames covered (as shown herein) are sent to non-privileged parties.

1. The Commissioner of Financial Institutions entered a Notice of Possession for Sentinel Trust Company on May 18, 2004, and subsequently filed a Notice of Liquidation on June 18, 2004.

2. Pursuant to Tenn. Code Ann. § 45-2-1502(b)(2), the Commissioner appointed Jeanne Barnes Bryant as Receiver for Sentinel Trust Company.

3. Pursuant to Tenn. Code Ann. § 45-2-1504(h)(1)(A), compensation for the Receiver is fixed by the Commissioner of the Department of Financial Institutions, and is payable from the funds or assets of the receivership estate. The Receiver will be reimbursed monthly for work incurred for the receivership estate, in the amount of \$115.00 per hour. The Receiver submits invoices to the Commissioner and the Tennessee Department of Financial Institutions on a

monthly basis for approval prior to payment. These invoices are reviewed and paid after approval of the Commissioner and his staff.

4. The Receiver, Jeanne Barnes Bryant, performed work for this receivership, as shown on the attached Exhibit for the period of June 1, 2004 – June 30, 2004 in the amount of \$19,184.50 (detailed invoices of which are filed Under Seal). Those working under Ms. Bryant (Mr. Spaulding, Ms. Batey and Ms. Forton) have performed work for the receivership as shown in the attached material for the period June 1, 2004 - June 30, 2004 in the amount of \$23,092.81 (detailed invoices of which are filed Under Seal). The Commissioner and his staff have determined these fees to be reasonable, appropriate and necessary for the services rendered for the receivership. These fees have been approved for payment. See also, Affidavits of Jeanne Barnes Bryant and Commissioner Kevin P. Lavender filed herewith.

5. The fee arrangements with outside counsel and the third party contractors were originally negotiated between the parties pursuant to the Notice of Possession dated May 18, 2004. The hourly rate agreed to regarding services performed by the outside counsel of Wyatt, Tarrant & Combs has been \$175/hour. In support of this Motion, the Receiver would rely upon her affidavit filed herewith, the affidavit of Commissioner Lavender filed herewith and the billing statements attached hereto (detailed invoices of which are filed Under Seal).

6. The Receiver, the Commissioner and his staff have reviewed all of the Wyatt, Tarrant & Combs outside counsel's billings, and have found the fees to be fair, reasonable and proper for the services provided. The Receiver, the Commissioner and his staff have also reviewed the billings of Receivership Management, Inc. and have found these fees to be fair, reasonable and proper for the services provided.

7. There are counsel previously engaged by Sentinel Trust pursuing various defaulted bond issues in several states. As believed to be necessary by the Receiver, counsels have been instructed to continue work on number of default issues. Depending on the work completed during each monthly reporting period to the court, the counsel will be listed separately, and approval requested for payment. The counsel work for which approval for payment for invoices presented to the receiver during this time period is listed below. The Receiver has reviewed the invoices submitted by Moore & Van Allen PLLC, Bradley Arant, and Ramey & Flock (detailed invoices being filed Under Seal). The Receiver believes this work to have been necessary and reasonable to continue work concerning the default bond issues.

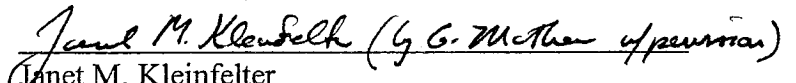
8. The billings so reviewed, and for which Court approval is sought, are as follows:
- A. Invoices for Wyatt, Tarrant & Combs for June 1, 2004 through June 30, 2004 in the amount of \$31,729.18.
 - B. Invoices for Receivership Management, Inc. for June 1, 2004 through June 30, 2004 in the amount of \$23,092.81.
 - C. Invoices for Jeanne Barnes Bryant for June 1, 2004 through June 30, 2004 in the amount of \$19,184.50.
 - D. Invoices for Moore & Van Allen for May 18, 2004 through May 26, 2004 in the amount of \$5,157.98.
 - E. Invoices for Bradley Arant for May 18, 2004 through June 2, 2004 in the amount of \$503.00.
 - F. Invoices for Ramey & Flock for June 1, 2004 through June 30, 2004 in the amount of \$1,116.66.

Accordingly, the Commissioner and Receiver respectfully move this Court for an Order approving the fees set forth in the attached schedule as indicated pursuant to T.C.A. Section 45-2-1504(h)(1)(A).

Respectfully submitted,


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**THIS MOTION IS SET TO BE HEARD ON THE 23RD DAY OF AUGUST, 2004
AT 9:00 A.M. IN HOHENWALD, LEWIS COUNTY, TENNESSEE.**